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OF COUNSEL  
URBAN A. LESTER

August 27, 2001

RECORDATION NO. **23225-K** FILED

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

AUG 28 '01 10-26 AM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement of Railroad Equipment (Amtrak HS-EDC-3), dated as of August 29, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment previously filed with the Board under Recordation Number 23225.

The names and addresses of the parties to the enclosed document are:

Lessor:	Wilmington Trust Company 1100 North Market Street Wilmington, Delaware 19801
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue, N.E. Washington, D.C. 20002

A description of the railroad equipment covered by the enclosed document is:  
One (1) Dual-cab Locomotive and High-Speed Trainset Number 16  
bearing AMTK reporting marks and road numbers attached hereto.

Mr. Vernon A. Williams  
August 27, 2001  
Page Two

A short summary of the document to appear in the index is:

Memorandum of Lease Supplement of Railroad Equipment  
(Amtrak HS-EDC-3).

Also enclosed is a check in the amount of \$28.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

**AMTRAK TRUST HS-EDC-3**

**DESCRIPTION OF UNITS**

**(AMTRAK TRUST HS-EDC-3)**

<b><u>Equipment Type</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
One (1) Dual-Cab, High Horsepower Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 653
High-Speed Trainset Number 16 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2012 AMTK 2013
One (1) First Class Car	AMTK 3205
Three (3) Coach Cars	AMTK 3515 AMTK 3550 AMTK 3514
One (1) Bistro Car	AMTK 3313
One (1) End Coach Car	AMTK 3407

AMTRAK TRUST HS-EDC-3

RECORDATION NO. 23225-K FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK TRUST HS-EDC-3) dated as of August 29, 2001, between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*") under the Trust Agreement (Amtrak Trust HS-EDC-3) (the "*Trust Agreement*") dated as of November 1, 2000 (in such capacity, the "*Lessor*"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "*Lessee*") supplementing that certain Memorandum of Lease dated November 14, 2000 between Lessor and Lessee. Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto as set forth in the Lease (referred to below).

WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment (Amtrak Trust HS-EDC-3) dated as of November 1, 2000 (the "*Lease*") as supplemented by that certain Lease Supplement No. 1 dated November 14, 2000 (Amtrak Trust HS-EDC-3) ("*Supplement No. 1*"), as further supplemented by Lease Supplement No. 2 (Amtrak Trust HS-EDC-3) dated December 7, 2000 ("*Supplement No. 2*"), as further supplemented by Lease Supplement No. 3 (Amtrak Trust HS-EDC-3) dated February 28, 2001 ("*Supplement No. 3*"), as further supplemented by Lease Supplement No. 4 (Amtrak Trust HS-EDC-3) dated March 21, 2001 ("*Supplement No. 4*"), as further supplemented by Lease Supplement No. 5 (Amtrak Trust HS-EDC-3) May 22, 2001 ("*Supplement No. 5*") and as further supplemented by Lease Supplement No. 6 dated the date hereof ("*Supplement No. 6*") (the terms of each of which are incorporated herein by reference), covering the railroad equipment identified in Schedule A hereto, bearing the equipment numbers of the Lessee shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, a Memorandum of Lease of Railroad Equipment with respect to the Equipment described in Supplement No. 1 (as defined above) has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on November 14, 2000 at 12:15 p.m., Recordation Number 23225, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on November 14, 2000 at 1:30 p.m.;

WHEREAS, a Memorandum of Lease Supplement of Railroad Equipment with respect to the Equipment described in Supplement No. 2 has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on December 7, 2000 at 3:58 p.m., Recordation Number 23225-B, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on December 7, 2000 at 1:15 p.m.;

WHEREAS, a Memorandum of Lease Supplement of Railroad Equipment with respect to the Equipment described in Supplement No. 3 has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on February 28, 2001 at 10:02 a.m.,

**AMTRAK TRUST HS-EDC-3**

Recordation Number 23225-E, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on February 28, 2001 at 9:38 a.m.;

WHEREAS, a Memorandum of Lease Supplement of Railroad Equipment with respect to the Equipment described in Supplement No. 4 has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on March 21, 2001 at 11:33 a.m., Recordation Number 23225-G, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on March 21, 2001 at 10:00 a.m.;

WHEREAS, a Memorandum of Lease Supplement of Railroad Equipment with respect to the Equipment described in Supplement No. 5 has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on May 22, 2001 at 10:10 a.m., Recordation Number 23225-I, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on May 22, 2001 at 9:54 a.m.;

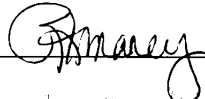
WHEREAS, Supplement No. 6 shall be effective as of the Closing Date (as defined in the Lease); and

WHEREAS, this Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

**AMTRAK TRUST HS-EDC-3**

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee, as aforesaid

By:   
Name:  
Title:

NATIONAL RAILROAD PASSENGER CORPORATION

By: \_\_\_\_\_  
Name: Dale M. Stein  
Title: Treasurer

**AMTRAK TRUST HS-EDC-3**

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee, as aforesaid

By: \_\_\_\_\_  
Name:  
Title:

NATIONAL RAILROAD PASSENGER CORPORATION

By: Dale M. Stein  
Name: Dale M. Stein  
Title: Treasurer

AMTRAK TRUST HS-EDC-3

STATE OF DELAWARE     )  
                                      ) SS.:  
COUNTY OF NEWCASTLE )

On this 3rd day of August, 2001, before me personally appeared Roseline K. Maney, to me personally known, who, by me being duly sworn, says that he/she is Assistant Vice President of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

**SUSANNE M. GULA**  
**NOTARY PUBLIC**

**My Commission Expires November 21, 2001**

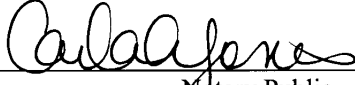
My commission expires:



AMTRAK TRUST HS-EDC-3

DISTRICT OF COLUMBIA )  
  ) SS.:  
  )

On this 3 day of August, 2001, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My commission expires:

Carla A. Jones  
Notary Public, District of Columbia  
Commission Expires 04-30-2006

**AMTRAK TRUST HS-EDC-3**

**Schedule A to  
Memorandum of Lease**

**DESCRIPTION OF UNITS**

**(AMTRAK TRUST HS-EDC-3)**

<b><u>Equipment Type</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
One (1) Dual-Cab, High Horsepower Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 653
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